

PRYOR CASHMAN LLP  
Richard Levy, Jr. (RL-1682)  
410 Park Avenue  
New York, New York 10022  
Telephone: (212) 421-4100  
Facsimile: (212) 326-0806

Attorneys for ThruPoint, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC.,	:
	:
Debtor.	:
-----X	

Chapter 11  
Case No. 08-13555 (JMP)

**OBJECTION OF THRUPOINT, INC.  
TO DEBTOR'S PROPOSED CURE AMOUNT FOR  
ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND LEASES**

ThruPoint, Inc. ("TPI"), a party to a "Closing Date Contract" proposed to be assumed and assigned by the Debtor to Barclays Capital Inc. ("Barclays"), objects as follows to the Cure Amount asserted by the Debtor with respect to TPI's contract.

1. TPI and the Debtor (through its predecessor in name, Lehman Brothers, Inc.) are parties to a Master Agreement for Consulting Services dated April 17, 2000 ("Consulting Agreement"), pursuant to which TPI provides professional information technology services and related support for the operation of the Debtor's data center. TPI's current services provided to the Debtor are further described in two "schedules" executed between the Debtor and TPI in 2008 ("Schedules"). For purposes of this objection, the Consulting Agreement and the Schedules are collectively referred to as the "TPI Contract."

2. TPI is included in the list of “Closing Date Contracts” proposed for assignment to Barclays as posted on the website for the Debtor’s case maintained by Epiq Systems. The list, however, identifies TPI only in connection with two “transaction schedules,” which TPI understands to be its Schedules. The list does not specifically identify the Consulting Agreement. In fact, the Schedules are a part of the overall TPI Contract between the parties, in that they set out the current projects for which TPI is engaged by the Debtor, for which the certain other terms and conditions of the parties’ relationship are contained in the Consulting Agreement. TPI understands that by assuming and assigning the Schedules, the Debtor and Barclays necessarily are also assuming and assigning the entire TPI Contract, including the Consulting Agreement. To the extent necessary, TPI objects to the assignment of the Schedules separate from the Consulting Agreement, in as much as the documents comprise an integrated agreement.

3. The Debtor’s list of Cure Amounts asserts that it is liable to TPI for a cure of \$36,550. TPI disputes that assertion. As of the date of this objection, the Debtor is obligated to TPI for a total of \$77,350.00 in unpaid amounts that were billed to the Debtor under the Contract for all periods through and including September 15, 2008. (Copies of the invoices for the billed and unpaid amounts are attached as Exhibit 1.) The Debtor is also liable to TPI for any amounts due or that may become due for services rendered to the Debtor under the TPI Contract for any period after the commencement of the bankruptcy case through and including date of consummation of the assumption and assignment of the TPI Contract to Barclays.

4. Because of the emergent timetable within which the Sale Motion was noticed, the proposed Cure Amounts were disclosed and this response was required to be

filed, TPI reserves the right to amend or supplement this Objection.

WHEREFORE, TPI respectfully requests that the Court condition any assumption and assignment of the Contract on the immediate and complete payment to TPI of the outstanding amount due to TPI, in compliance with Section 365 of the Bankruptcy Code, and grant such other and further relief as the Court deems just and proper.

Dated: New York, New York  
September 19, 2008

PRYOR CASHMAN LLP

By:           /s/ Richard Levy, Jr.            
Richard Levy, Jr. (RL-1682)  
410 Park Avenue  
New York, New York 10022  
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Attorneys for ThruPoint, Inc.

**EXHIBIT 1**



Corporate Headquarters: 1372 Broadway, 6th Floor  
New York, New York 10018  
Telephone 646 562 6000  
Facsimile 646 562 6100

## Invoice

Remit to: ThruPoint Inc.  
W502051  
P.O. Box 7777  
Philadelphia, PA 19175-2051

DATE	INVOICE NO.
07/31/08	112356-1

### BILL TO:

Lehman Brothers  
70 Hudson Street

JERSEY CITY, NJ 07302

THRUPOINT PROJECT NUMBER	P.O. NUMBER	TERMS	PERIOD OF SERVICE
102280	TSR # 1017667	30 Days	JUL-2008

DESCRIPTION	QUANTITY	RATE	AMOUNT
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TSR # 1017667 Data Center Consolidation - Cranford, NJ

Kumar, Mr. Ajit	Days	22.00	\$ 850.00	\$18,700.00
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Wire Information: Silicon Valley Bank  
185 Berry St., Lobby 1, Suite 3000  
San Francisco, CA 94107, USA  
Tel: 1-866-719-9117

Bank Routing: 121140399  
SWIFT Code: SVBKUS6S  
For Credit of: ThruPoint, Inc.  
Account Number: 3300301558

**TOTAL**

**\$18,700.00**



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P.O. Box 7777  
Philadelphia, PA 19175-2051

DATE	INVOICE NO
07/31/08	112356-2

### BILL TO:

Lehman Brothers  
70 Hudson Street

JERSEY CITY, NJ 07302

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102280	TSR # 1017667	30 Days	JUL-2008

DESCRIPTION	QUANTITY	RATE	AMOUNT
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TSR # 1017667 Data Center Consolidation - Cranford, NJ

O' Reilly, Mr. Sean	Days	21.00	\$ 850.00	\$17,850.00
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**Wire Information:** Silicon Valley Bank  
185 Berry St., Lobby 1, Suite 3000  
San Francisco, CA 94107, USA  
Tel: 1-866-719-9117

Bank Routing: 121140399  
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For Credit of: ThruPoint, Inc.  
Account Number: 3300301558

**TOTAL**

\$17,850.00



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Philadelphia, PA 19175-2051

DATE	INVOICE NO
09/01/08	112413-1

### BILL TO:

Lehman Brothers  
70 Hudson Street

JERSEY CITY, NJ 07302

THRUPOINT PROJECT NUMBER	P.O. NUMBER	TERMS	PERIOD OF SERVICE
102280	TSR # 1017667	30 Days	AUG-2008

DESCRIPTION	QUANTITY	RATE	AMOUNT
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TSR # 1017667 Data Center Consolidation - Cranford, NJ

Kumar, Mr. Ajit	Days	17.00	\$ 850.00	\$14,450.00
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**Wire Information:** Silicon Valley Bank  
185 Berry St., Lobby 1, Suite 3000  
San Francisco, CA 94107, USA  
Tel: 1-866-719-9117

Bank Routing: 121140399  
SWIFT Code: SVBKUS6S  
For Credit of: ThruPoint, Inc.  
Account Number: 3300301558

**TOTAL**

**\$14,450.00**



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DESCRIPTION	QUANTITY	RATE	AMOUNT
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TSR # 1017667 Data Center Consolidation - Cranford, NJ

O' Reilly, Mr. Sean	Days	21.00	\$ 850.00	\$17,850.00
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Account Number: 3300301558

**TOTAL****\$17,850.00**





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Remit to: ThruPoint Inc.  
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P.O. Box 7777  
Philadelphia, PA 19175-2051

DATE	INVOICE NO.
09/18/08	112451-1

### BILL TO:

Lehman Brothers  
70 Hudson Street

JERSEY CITY, NJ 07302

THRUPOINT PROJECT NUMBER	P.O. NUMBER	TERMS	PERIOD OF SERVICE
102280	TSR # 1034543	30 Days	SEP-2008

DESCRIPTION	QUANTITY	RATE	AMOUNT
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TSR # 1017667 Data Center Consolidation - Cranford, NJ

Kumar, Mr. Ajit	Days	10.00	\$ 850.00	\$8,500.00
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185 Berry St., Lobby 1, Suite 3000  
San Francisco, CA 94107, USA  
Tel: 1-866-719-9117

Bank Routing: 121140399  
SWIFT Code: SVBKUS6S  
For Credit of: ThruPoint, Inc.  
Account Number: 3300301558

**TOTAL**

**\$8,500.00**